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DR. JOSEPH F. KASPER , Individually and on)	Case No. 3:15-CV-00923
Behalf of All Others Similarly Situated,)	(Consolidated)
)	
Plaintiff,)	Judge Jon P. McCalla
v.)	
)	
AAC HOLDINGS, INC., JERROD N. MENZ,)	
MICHAEL T. CARTWRIGHT, ANDREW)	
W. MCWILLIAMS, and KIRK R. MANZ,)	
)	
Defendants.)	
)	

I, Lisa R. Bugni, declare as follows:

2. I am admitted to this court *pro hac vice* for purposes of this action.

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Exhibits”); and (3) the Joint Written Statement of Discovery Matters at Issue (Dkt. No. 126) (the “Joint Statement”).

4. On June 28, 2017, Defendants filed a Motion for Leave to File Documents Under Seal, and moved for leave to file the following documents under seal: (1) Defendants’ Memorandum of Law in Opposition to Plaintiffs’ Motion to Compel (“Defendants’ Opposition”); (2) the Declaration of Jerrod N. Menz (the “Menz Declaration”); and (3) the Declaration of Lisa R. Bugni in Support of Sealing Documents Filed in Support of Plaintiffs’ Motion to Compel and in Support of Defendants’ Motion for Leave to File Documents Under Seal (the “Bugni Declaration”).

5. Pursuant to Section VIII of the Stipulation and Protective Order entered by the Court on November 4, 2016 (Dkt. No. 84) (the “Protective Order”), and for the reasons explained below, Defendants’ request that the Menz Declaration and Sealed Exhibits H, I, N, and O remain under seal, and that all portions of Plaintiffs’ Memorandum, Defendants’ Opposition, the Joint Statement, and the Bugni Declaration that quote from or otherwise reference the contents of the Menz Declaration or Sealed Exhibits H, I, N, or O remain under seal.

6. Sealed Exhibit H (Dkt. No. 125-9) is a letter from Barry King, Esq. to his client, Jerrod Menz, setting forth the terms of Mr. King’s engagement. Sealed Exhibit H was designated Confidential by Defendants pursuant to the Protective Order. Sealed Exhibit H is a confidential communication and it contains confidential and proprietary information regarding the nature of Mr. King’s engagement by Mr. Menz that is kept confidential during the normal course of business. Accordingly, Defendants request that Sealed Exhibit H remain under seal.

7. Sealed Exhibit I (Dkt. No. 125-10) is Defendants’ privilege log. Sealed Exhibit I was designated Confidential by Defendants pursuant to the Protective Order. Sealed Exhibit I

includes confidential and detailed information regarding the date, recipients, senders, and general subject matter of privileged communications between Defendants and their counsel that is kept confidential during the normal course of business. Accordingly, Defendants request that Sealed Exhibit I remain under seal. *See, e.g., Oracle Am., Inc. v. Google Inc.*, No. 10-cv-03561-WHA (DMR), 2015 U.S. Dist. LEXIS 163956, at *11 (N.D. Cal. Dec. 3, 2015) (sealing Google's privilege log because it "contains confidential information regarding the date and the general subject matter of privileged communications between Google and its counsel.").

8. Sealed Exhibit N (Dkt. No. 125-15) is an Excel file that was produced by BDO USA, LLP, a third party to this action. Sealed Exhibit N contains, *inter alia*, confidential information regarding the amount of fees AAC paid to its attorneys, and in some cases, the nature of AAC's fee arrangements with its attorneys, both of which are kept confidential by Defendants during the normal course of business. For example, in several places, the first page of Sealed Exhibit N references [REDACTED]

[REDACTED] Accordingly, Defendants request that Sealed Exhibit N remain under seal.

9. Sealed Exhibit O (Dkt. No. 125-16) is a compilation of internal correspondence between Jerrod Menz and Phillip Greer. The emails and other documents in Sealed Exhibit O were designated Confidential by Defendants pursuant to the Protective Order. The correspondence and other documents in Sealed Exhibit O are confidential communications regarding AAC's lobbying efforts in California as well as AAC's corporate strategies, and those communications are kept confidential during the normal course of business. Accordingly, Defendants request that Sealed Exhibit O remain under seal.

10. The Menz Declaration contains confidential information regarding the scope and nature of services provided to Mr. Menz and AAC by [REDACTED]

[REDACTED]

[REDACTED] All of this information is kept confidential during the normal course of business. Accordingly, Defendants request that the Menz Declaration remain under seal.

11. Plaintiffs' Memorandum (Dkt No. 124), the Joint Statement (Dkt. No. 126), Defendants' Opposition, and the Bugni Declaration quote from or otherwise reference the contents of Sealed Exhibits H, I, N, and O (Dkt Nos. 125-9, 125-10, 125-15, 125-16), which Defendants request remain under seal. Accordingly, Defendants request that all portions of Plaintiffs' Memorandum, the Joint Statement, Defendants' Opposition, and the Bugni Declaration that quote from or otherwise reference the contents of Sealed Exhibits H, I, N, or O remain under seal.

12. Defendants' Opposition and the Bugni Declaration also quote from or otherwise reference the contents of the Menz Declaration, which Defendants request remain under seal. Accordingly, Defendants request that all portions of Defendants' Opposition and the Bugni Declaration that quote from or otherwise reference the contents of the Menz Declaration remain under seal.

I declare on this 28th day of June, 2017, that the foregoing is true and correct.

/s/ Lisa R. Bugni

Lisa R. Bugni (admitted *pro hac vice*)
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Attorney for Defendants

CERTIFICATE OF SERVICE

I hereby certify that on June 28, 2017, the foregoing **DECLARATION OF LISA R. BUGNI IN SUPPORT OF SEALING DOCUMENTS FILED IN SUPPORT OF PLAINTIFFS' MOTION TO COMPEL** was filed electronically with the Clerk of the Court to be served upon the following by operation of the Court's electronic filing system and/or via electronic mail:

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/s/ Lisa R. Bugni

Lisa R. Bugni